



## Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

December 5, 1989

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423

RE: Equipment Trust Agreement (Series 10)  
Filed January 14, 1974  
Recordation No. 7299

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eleventh Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and National City Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen  
Senior Attorney

PJA/jf 4066e  
Enclosure

RECORDATION NO. 7299 T FILED 1423

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7299 21 FILED 1423

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

9-352 A 14



A MEMBER OF THE MARMON GROUP OF COMPANIES

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/3/90

OFFICE OF THE SECRETARY

Patrick J. Allen  
Senior Attorney  
Union Tank Car Company  
225 West Washington St.  
Chicago, Illinois 60606.

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/89 at 11:05am and assigned recordation number(s). 6859-S, 6859-T 7949-K&L 7299-T & U 6168-V&W 6859-S & T

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 72997 FILED 1015

DEC 18 1989 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)  
                                  )  
COUNTY OF COOK         )

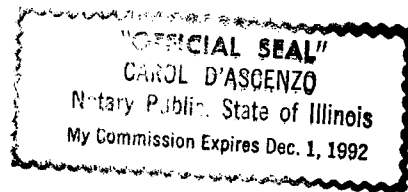
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Eleventh Supplemental Trust Agreement, dated October 23, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 5th day of December, 1989.

Carol D'Ascenzo  
Notary Public

4066e



ELEVENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 10)

RECORDATION NO. 72927  
DEC 18 1989 - 11 05 AM  
FILED 1425  
INTERSTATE COMMERCE COMMISSION

THIS ELEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between National City Bank as Trustee ("Trustee"), and Union Tank Car Company, a Delaware corporation ("Company").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1974, providing for the issue of its Equipment Certificates (Series 10) in the aggregate principal amount of \$35,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date stated above.

NATIONAL CITY BANK

By:

Title:

TRUST OFFICER

Attest:

  
Trust Officer  
ASSISTANT VICE PRESIDENT

UNION TANK CAR COMPANY

By:

R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

UTCARS10

STATE OF ILLINOIS     )  
                              )   SS  
COUNTY OF COOK        )

On October 23, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

*Carol D'Ascenzo*  
Notary Public

My Commission Expires

12-1-92



STATE OF OHIO     )  
                              )   SS  
COUNTY OF Cuyahoga    )

On this 31st day of October, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared HOLLY H. PATTISON, to me known, who, being by me duly sworn, did depose and say that he is TRUST OFFICER of National City Bank; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

*Shirley Mansell*  
Notary Public  
SHIRLEY MANSELL

My Commission Expires:

5-22-90

Notary Public, State of Ohio  
Lorain County, Ohio, My Commission Expires

UTCARS10

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION

RUN DATE: 08/23/

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	C711	2,900	UNPX120586-UNPX120588
2	TP	25,000	92455-92456
<hr/>			
5	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)  
R 10 SERIES 10 08/23/89

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
JTLX 92455	TP	25,000	GAL	1	1	05	81	\$ 53,000	\$ 31,136
JTLX 92456	TP	25,000	GAL	1	1	05	81	53,000	31,136
JNPX 120586	C711	2,900	CUFT	2	2	05	86	65,572	54,917
JNPX 120587	C711	2,900	CUFT	2	2	01	86	65,572	53,624
JNPX 120588	C711	2,900	CUFT	2	2	01	86	65,572	53,624
-----								-----	
NUMBER OF CARS			5					\$ 302,716	\$ 224,641

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/8

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	LDC	4,700	UTCX44159,UTCX44586
1	TA	12,000	TCDX11045
2	TM	14,000	14095,14113
2	TM	14,500	13983,13987
1	TM	16,000	25248
12	TM	20,000	161,47427,47517,47547,47625-47626,47628- 47629,47636,47689,58411,58414
3	TM	21,000	RTCX21008,RTCX21011,RTCX21013
2	TM	23,000	58527,72949
3	TMI	13,500	77117,77153,78313
3	TMI	23,000	75602,75754,76207
1	TMI	23,500	75107
25	TP	26,000	37255,37258,37284,37289,37296,37301-37302, 37306-37307,37316,37318,37321,37331-37336, 37338-37342,37361,37363

57 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
R 10 SERIES 10 07/28/89

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
RTCX	21008	TM	21,000	GAL	1 1 03/74 01/89	\$ 35,936	\$ 8,385
RTCX	21011	TM	21,000	GAL	1 1 03/74 09/87	35,936	8,385
RTCX	21013	TM	21,000	GAL	1 1 03/74 11/88	35,936	8,385
TCDX	11045	TA	12,000	GAL	1 1 06/77 05/89	41,707	16,509
UTCX	44159	LOC	4,700	CUFT	1 1 04/73 11/87	18,667	3,500
UTCX	44586	LOC	4,700	CUFT	1 1 04/73 10/87	18,103	3,394
UTLX	161	TM	20,000	GAL	3 2 04/73 12/87	19,708	3,695
UTLX	13983	TM	14,500	GAL	1 1 04/73 04/89	19,946	3,740
UTLX	13987	TM	14,500	GAL	1 1 04/73 04/89	19,946	3,740
UTLX	14095	TM	14,000	GAL	1 1 04/73 06/89	14,909	2,795
UTLX	14113	TM	14,000	GAL	1 1 04/73 11/88	14,909	2,795
UTLX	25248	TM	16,000	GAL	1 1 04/73 08/88	20,171	3,782
UTLX	37255	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37258	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37284	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37289	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37296	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37301	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37302	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37306	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37307	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37316	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37318	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37321	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37331	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37332	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37333	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37334	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37335	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37336	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37338	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37339	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37340	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37341	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37342	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37361	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	37363	TP	26,000	GAL	1 1 04/73 04/89	18,483	3,466
UTLX	47427	TM	20,000	GAL	1 1 04/73 03/88	17,095	3,205
UTLX	47517	TM	20,000	GAL	1 1 04/73 11/88	15,553	2,916
UTLX	47625	TM	20,000	GAL	1 1 04/73 01/89	15,829	2,968
UTLX	47628	TM	20,000	GAL	1 1 04/73 11/88	15,829	2,968
UTLX	47629	TM	20,000	GAL	1 1 04/73 09/87	15,829	2,968
UTLX	47636	TM	20,000	GAL	1 1 04/73 05/88	17,095	3,205
UTLX	47689	TM	20,000	GAL	3 2 04/73 08/88	18,272	3,426
UTLX	53411	TM	20,000	GAL	1 1 04/73 08/87	16,854	3,160
UTLX	53414	TM	20,000	GAL	1 1 04/73 05/89	16,854	3,160

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
R 10 SERIES 10 07/28/89

PAGE 2

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 58527	TM	23,000	GAL	1	1	04/73	12/88	\$ 17,759	\$ 3,336
UTLX 72949	TM	23,000	GAL	1	1	04/73	04/89	22,325	4,186
UTLX 75602	TMI	23,000	GAL	1	1	04/73	08/87	19,619	3,679
UTLX 77117	TMI	13,500	GAL	1	1	04/73	09/88	19,794	3,711
UTLX 77153	TMI	13,500	GAL	1	1	04/73	06/89	19,794	3,711
UTLX 78313	TMI	13,500	GAL	1	1	04/73	05/89	19,794	3,711
UTLX 47547	TM	20,000	GAL	1	1	04/73	07/89	15,553	2,916
UTLX 47626	TM	20,000	GAL	1	1	04/73	07/89	15,829	2,968
UTLX 75107	TMI	23,500	GAL	1	1	04/73	07/89	20,798	3,900
UTLX 75754	TMI	23,000	GAL	1	1	04/73	07/89	20,037	3,757
UTLX 76207	TMI	23,000	GAL	1	1	04/73	07/89	20,211	3,790
-----									-----
NUMBER OF CARS		57						\$ 1,118,672	\$ 223,396